

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re: MOTORS LIQUIDATION COMPANY
Case No: 09-50026 (Jointly Administered)

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

CLAIM NUMBER 60606 HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bank. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee:

The Seaport Group LLC

Name and address where notices to transferee
should be sent:

360 Madison Avenue, 22nd Floor
New York, NY 10017
Attention: General Counsel

Phone: 212-616-7700

Last Four Digits of Acct #: N/A

Name and Address where transferee payments
Should be sent (if different from above):

Phone: N/A

Last Four Digits of Acct. #: N/A

Name of Transferor:

Evgeny Freidman

Court Claim # (if known): 60606
Allowed Amount: \$ **50,000.00**
Orig.Proof of Claim Amt: \$ 3,000,000.00
Date Claim Filed: 11/27/09
Date Claim Allowed: 10/18/10

Name and Address of Transferor:

Evgeny Freidman
c/o Charles Dorkey III
McKenna Long & Aldridge LLP
230 Park Avenue, Suite 1700
New York, NY 10169

Phone: 212-905-8330

Last Four Digits of Acct. #: N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Jonathan Silverman
General Counsel
Transferee / Transferee's Agent

Date: 12/1/10

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18U.S.C. 152 & 3571

--DEADLINE TO OBJECT TO TRANSFER--

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EXHIBIT A

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Evgeny Freidman ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to The Seaport Group ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$50,000.00 (the "Assigned Claim"), against Motors Liquidation Company, *et al.*, f/w/a General Motors Corp., *et al.* ("Debtor"), the debtor-in-possession in Case No. 09-50026 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 *et. seq.*) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on November ____, 2010.

Mr. Evgeny Freidman

